

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| ----- | X | |
| | : | |
| In re | : | Chapter 11 |
| | : | |
| DPH HOLDINGS CORP., <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
| | : | |
| Reorganized Debtors. | : | (Jointly Administered) |
| | : | |
| ----- | X | |

AFFIDAVIT OF SERVICE

I, Darlene Calderon, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Reorganized Debtors in the above-captioned cases.

On September 1, 2011, I caused to be served the documents listed below upon the parties listed on Exhibit A hereto via electronic notification:

- 1) Reorganized Debtors' Motion for Order (I) Enforcing Modification Procedures Order, Modified Plan and Plan Modification Order Injunctions Against Trustee for the Oldco M Distribution Trust, and (II) Directing Trustee to Dismiss Action to Recover Discharged Claim ("Oldco Trustee Injunction Motion") (Docket No. 21556) [a copy of which is attached hereto as Exhibit B]
- 2) Notice of Reorganized Debtors' Motion for Order (I) Enforcing Modification Procedures Order, Modified Plan and Plan Modification Order Injunctions Against Trustee for the Oldco M Distribution Trust, and (II) Directing Trustee to Dismiss Action to Recover Discharged Claim ("Oldco Trustee Injunction Motion") [re: Docket No. 21556] (Docket No. 21557) [a copy of which is attached hereto as Exhibit C]
- 3) [Proposed] Order (I) Enforcing Modification Procedures Order, Modified Plan and Plan Modification Order Injunctions Against Trustee for the Oldco M Distribution Trust, and (II) Directing Trustee to Dismiss Action to Recover Discharged Claim ("Oldco Trustee Injunction Order") (Docket No. 21558) [a copy of which is attached hereto as Exhibit D]

Dated: September 2, 2011

/s/ Darlene Calderon

Darlene Calderon

State of California

County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 2nd day of September, 2011, by
Darlene Calderon, proved to me on the basis of satisfactory evidence to be the person who
appeared before me.

Signature: /s/ Aimee M. Parel

Commission Expires: 9/27/13

EXHIBIT A

Post-Emergence Master Service List

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EXHIBIT B

Hearing Date and Time: September 22, 2011 at 10 a.m. (EDT)

Response Date and Time: September 15, 2011 at 4:00 (EDT)

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

| | | |
|-------------------------------------|---|-------------------------|
| In re |) | |
| |) | Chapter 11 |
| DPH HOLDINGS CORP., <i>et al.</i> , |) | |
| |) | Case No. 05-44481 (RDD) |
| |) | Jointly Administered |
| Reorganized Debtors. |) | |

**REORGANIZED DEBTORS' MOTION FOR ORDER (I) ENFORCING
MODIFICATION PROCEDURES ORDER, MODIFIED PLAN AND PLAN
MODIFICATION ORDER INJUNCTIONS AGAINST TRUSTEE FOR THE
OLDCO M DISTRIBUTION TRUST, AND (II) DIRECTING TRUSTEE
TO DISMISS ACTION TO RECOVER DISCHARGED CLAIM**

(“OLDCO TRUSTEE INJUNCTION MOTION”)

DPH Holdings Corp. (“DPH”) and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), for their Motion For Order (I) Enforcing Modification Procedures Order, Modified Plan And Plan Modification Order Injunctions Against Trustee For The Oldco M Distribution Trust, And (II) Directing Trustee To Dismiss Action To Recover Discharged Claim, state as follows:

OVERVIEW

1. By their Motion, Reorganized Debtors request this Court to exercise its jurisdiction and enforce the bar claims and discharge provisions contained in the Court's June 16, 2009 Modifications Procedures Order and the discharge and injunction provisions contained in the Court's July 30, 2009 Plan Modification Order, which confirmed the Reorganized Debtors' Modified Plan, against the Trustee of Oldco M Distribution Trust ("Oldco Trustee").¹ The trust is the successor in interest to certain assets and claims of Metaldyne Corporation and certain of its affiliates, former chapter 11 debtors, whose cases were and continue to be presided over by Judge Glenn of this District.

2. Twenty-two months after this Court confirmed the Modified Plan, the Oldco Trustee commenced an adversary proceeding in its bankruptcy court against one of the Reorganized Debtors, Delphi Automotive Systems, LLC ("DAS"), to recover an alleged preferential transfer in the approximate amount of \$200,000 made by Metaldyne to DAS shortly before Metaldyne filed for bankruptcy protection in the latter part of May, 2009. Despite receiving actual notice of the July 15, 2009 Administrative Claim Bar Date, Metaldyne did not file proof of an administrative expense claim to preserve its preference claim in these chapter 11 cases. As discussed below, the preference claim, therefore, became barred and discharged under the terms of the Modification Procedures Order and the Modified Plan and the litigation of that claim by the Oldco Trustee is a violation of the Plan Injunction under the terms of the Plan Modification Order.

3. Following service of the preference complaint on DAS, counsel for DPH requested on multiple occasions to counsel for the Oldco Trustee that the Oldco Trustee dismiss

¹ As this District wrote in *In re Texaco, Inc.*, 182 B.R. 937, 947 (Bankr. S.D.N.Y. 1995), "A bankruptcy court is undoubtedly the best qualified to interpret and enforce its own orders, including those providing for discharge and injunction...."

the adversary proceeding because it seeks to recover upon a claim that was barred and discharged in these chapter 11 cases. The Oldco Trustee has refused. Consequently, in connection with the enforcement of the above orders of the Court, Reorganized Debtors are entitled to have the Court direct the Oldco Trustee to take all necessary action to promptly dismiss the adversary proceeding against DAS.

RELEVANT FACTS

4. On October 8 and 14, 2005, Delphi Corporation and certain of its affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), predecessors of the Reorganized Debtors, filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended.

5. On May 27, 2009, Metaldyne Corporation and certain of its affiliates (collectively "Metaldyne") filed voluntary petitions for reorganization relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York, Case No. 09-13412 (MG) (the "Metaldyne Bankruptcy").

6. On June 16, 2009, this Court entered an Order (A)(I) Approving Modifications to Debtors' First Amended Plan of Reorganization (as Modified) and Related Disclosures and Voting Procedures and (II) Setting Final Hearing Date to Consider Modifications to Confirmed First Amended Plan of Reorganization and (B) Setting Administrative Expense Claims Bar Date and Alternative Transaction Hearing Date ("Modification Procedures Order") (Docket No. 17032). The Modification Procedures Order provided in pertinent part that: (i) July 15, 2009 was the deadline for all creditors holding administrative expense claims arising during the period from the commencement of the chapter 11 cases in October 2005 through June 1, 2009 to file a

claim on an Administrative Expense Claim Form (“Administrative Claim Bar Date”); and (ii) any party that “is required but fails to file a timely Administrative Expense Claim Form shall forever be barred, estopped, and enjoined from asserting such claim against the Debtors, and the Debtors and their property shall be forever discharged from any and all indebtedness, liability, or obligation with respect to such claim.” *Id.* at ¶¶ 38-41.

7. On or before June 20, 2009, Debtors served a Notice of Bar Date for Filing Proof of Administrative Expense in accordance with the Modification Procedures Order on Metaldyne at numerous locations, including locations for Metaldyne’s attorneys of record. A copy of the Affidavit of Service of the Notice, among other things, dated June 23, 2009 (Docket No. 17267), together with the pertinent pages thereto showing service on Metaldyne, is attached as *Exhibit A*.

8. Neither Metaldyne nor any affiliate of Metaldyne with the “Metaldyne” name in it filed an administrative expense claim on account of the alleged preference claim or on account of any other claim by the Administrative Claim Bar Date or anytime thereafter in these chapter 11 cases. *See Affidavit of Dean Unrue attached as Exhibit B.*

9. On July 30, 2009, this Court entered an Order Approving Modifications Under U.S.C. §1127(b) to (I) first Amended Joint Plan Of Reorganization (“Plan”) of Delphi Corporation and Certain Affiliates and Debtors-In-Possession, As Modified and (II) Confirmation Order (the “Plan Modification Order”). (Docket No. 18707)

10. On January 11, 2010, Metaldyne filed a plan and related disclosure statement in the Metaldyne Bankruptcy, which provided for the liquidation of Metaldyne’s remaining assets for the benefit of Metaldyne’s creditors. Pursuant to that plan – which became effective March 30, 2010 – Metaldyne was dissolved and the Oldco M Distribution Trust, as successor in interest to Metaldyne, was created in order to, among other things, pursue causes of action under sections

547 and 550 of the Bankruptcy Code. Executive Sounding Board Associates, Inc. was appointed the Trustee of the Oldco M Distribution Trust. *See Exhibit C: Oldco Trustee Preference Complaint*, ¶¶ 16, 19, 20, & 24.

11. On May 23, 2011, almost two years after the Administrative Bar Claim Date, the Oldco Trustee filed an adversary proceeding (“Preference Action”) in the Metaldyne Bankruptcy against DAS to recover \$199,134 of preference payments Metaldyne allegedly made to DAS in May, 2009. *See Exhibit C*. The alleged preference payments were for “components” provided by DAS that Metaldyne “used in connection with their assembly and fabrication of highly engineered metal components for the global light vehicle market.” *Id.* at ¶ 28.

12. Following service of the preference complaint on DAS, counsel for DPH, on multiple occasions, requested that the Oldco Trustee dismiss the Preference Action. That request was rejected, thus necessitating the filing of (i) an Answer and Affirmative Defenses to the preference complaint in the Preference Action for precautionary purposes, and (ii) this Motion.

JURISDICTION AND VENUE

13. This Court has subject matter jurisdiction over this matter pursuant to 28 U.S.C. §1334, the Modified Plan (Article XIII) and the Plan Modification Order (¶56). This matter is a core proceeding within the meaning of 28 U.S.C. §157(b). This Court is the proper venue for this matter pursuant to 28 U.S.C. §§1408 and 1409.

ARGUMENT

A. Introduction

14. It is well established that confirmation of a chapter 11 plan discharges any and all debts of the debtor, which arose prior to confirmation, in accordance with the plan and the Bankruptcy Code. 11 U.S.C. § 1141(d)(1). The Bankruptcy Code provides, in pertinent part:

(c) Except as provided in subsections (d)(2) and (d)(3) of this section and except as otherwise provided in the plan or in the order confirming the plan, after confirmation of the plan, the property dealt with by the plan is free and clear of all claims and interests of creditors...

(d) Except as otherwise provided in this subsection, in the plan, or in the order confirming the plan, the confirmation of a plan—

(A) discharges the debtor from any debt that arose before the date of such confirmation and any debt of a kind specified in section 502(g), 502(h), or 502(i) of this title, whether or not—

(i) a proof of the claim based on such debt is filed or deemed filed under section 501 of this title;

(ii) such claim is allowed under section 502 of this title...

11 U.S.C. § 1141(c) and (d)(1).

15. On July 30, 2009, this Court entered the Plan Modification Order. By entry of the Plan Modification Order, (i) the Reorganized Debtors were discharged of, among other things, all Claims and Causes of Action, whether known or unknown, (ii) all retained assets of the Reorganized Debtors reverted in the Reorganized Debtors free and clear of all Claims of creditors; and (iii) all Persons (as that term is defined in the Plan) were permanently enjoined (“Plan Injunction”) from, among other things, “commencing...in any manner any Claim, Interest, Cause of Action or any other right or Claim against the Reorganized Debtors, which they possessed or may possess prior to the Effective Date” of the Plan. *See Plan Modification Order, ¶¶ 20 and 22.*

16. The effect of the Reorganized Debtors’ discharge is set forth in section 524(a) of the Bankruptcy Code, under which that discharge operates as a permanent injunction against the commencement or continuation of any action to recover discharged claims against the Reorganized Debtors. Specifically, Section 524(a)(2) provides:

(a) A discharge in a case under this title –

.....

(2) operates as an injunction against the commencement or continuation of an action, the employment of process, or an act, to collect, recover or offset any such debt as a personal liability of the debtor, whether or not discharge of such debt is waived.

11 U.S.C. § 524(a)(2).

17. Consequently, under the Plan Modification Order and the Bankruptcy Code, all pre-confirmation claims asserted by the Oldco Trustee on behalf of the Metaldyne estate against DAS were discharged, and the Oldco Trustee is permanently enjoined from prosecuting such claims against DAS.

B. Debtors Provided Metaldyne with Actual Notice of the Administrative Claim Bar Date.

18. Discharge under the Bankruptcy Code presumes that all creditors bound by the plan were given notice to satisfy due process. *DePippo v. Kmart Corp.*, 335 B.R. 290, 295 (D.C. S.D. N.Y. 2005). Notice requirements will vary depending upon whether the creditor is known or unknown to the debtor. A “known” creditor is one whose *identity* is either known to the debtor or is ‘reasonably ascertainable’ by the debtor.” *Id.* at 296. Here, Oldco was a known creditor. A known creditor “must be afforded notice reasonably calculated, under all of the circumstances to apprise them of the pendency of the bar date.” *See In re Macy & Co., Inc.*, 161 B.R. 355, 359 (Bankr. S.D.N.Y. 1993) (*quoting Mullane v. Central Hanover Bank & Trust Co.*, 399 U.S. 306, 314 (1950)). The “Supreme Court has repeatedly recognized that mail service is an inexpensive and efficient mechanism that is reasonably calculated to provide actual notice.” *Id.* (*quoting Tulsa Professional Collection Serv., Inc. v. Pope*, 485 U.S. 478, 490 (1988)). The “appropriate inquiry is whether the Debtors properly mailed notice of the bar date to known creditors.” *Id.*

(*citations omitted*). “Mail properly addressed, stamped and deposited in the mail system is presumed to have been received by the party to whom it has been addressed.” *Id.* (*citations omitted*)

19. As indicated in the Affidavit of Service, on or before June 20, 2009, Reorganized Debtors mailed notice of the Notice of Bar Date for Filing Proof of Administrative Expense to Metaldyne at numerous locations, including two separate locations for its attorneys of record. Accordingly, Reorganized Debtors provided more than adequate notice under the law, and the Oldco Trustee cannot credibly claim that Metaldyne did not receive actual notice of the Administrative Claim Bar Date.

C. Oldco Trustee’s Preference Claims Were “Claims” Under the Modification Procedures Order and the Bankruptcy Code.

20. As demonstrated above, all pre-confirmation “claims” against Reorganized Debtors held by Metaldyne, were discharged. The Bankruptcy Code defines “claims” to include any and all “right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, disputed, undisputed, legal, equitable, secured or unsecured.” 11 U.S.C. § 101(5). Courts have recognized that the definition of a claim is intentionally broad to enable all the obligations of a debtor to be treated in a bankruptcy case, no matter how remote or contingent, to give the debtor the broadest relief possible in the bankruptcy court. *See, In re Chateaugay Corp.*, 944 F.2d 997, 1003 (2nd Cir. 1991); *see also; Grady v. A.H. Robins Co.*, 839 F.2d 198, 202 (4th Cir. 1988); *In re Lorro, Inc.* 391 B.R. 760, 767 (E.D. Mich. 2008).

21. A preference claim is a “claim” under the Bankruptcy Code, which arises on the filing of the Chapter 11 petition. *See, e.g., In re Lorro*, 391 B.R. at 768 (preference claims arose on “the date on which Lorro filed its bankruptcy petition.”); *In re Nuttall Equipment Co., Inc.*,

188 B.R. 732, 736 (W.D.N.Y. 1995) (“Thus, the preference claim became a ‘claim’ for § 101(5) purposes when Nuttall filed its Chapter 11 petition ... The right to payment that § 101(5)(A) says constitutes a ‘claim’ exists once the transferor of the preferential payment has filed a petition under the Bankruptcy Code.”); *In re Fonda Group, Inc.*, 108 B.R. 962, 966 (Bankr. N.J. 1989)(“The right to assert the preference arose by under 11 U.S.C. §547 at the time the petition was filed and at that date all the events that would give rise to the preference action had occurred.”) (*emphasis by court*)

22. Thus, Metaldyne had a claim under the Bankruptcy Code – i.e., an alleged right to payment for the transfers claimed in the preference complaint – when it filed its Chapter 11 petition on May 27, 2009.

D. Oldco Trustee’s Preference Claims are Barred and Discharged because Metaldyne Failed to File the Claims as Administrative Expense Claims by the Administrative Claim Bar Date.

23. Because Oldco Trustee’s preference claims arose before the Administrative Claim Bar Date, and because Metaldyne had actual notice of the Administrative Claim Bar Date, they were required to file the preference claims as administrative expense claims by the Administrative Claim Bar Date, or they would be forever discharged. Metaldyne failed to do so and, as result, the preference claims are forever barred and discharged by the Modification Procedures Order, and by the terms of that order, the Oldco Trustee is estopped and enjoined from asserting such claims against DAS.

24. Instructive on this point is *In re Lorro, supra*. In that case, the debtor, Meridian Automotive Systems, Inc. (“Meridian”), filed a voluntary Chapter 11 bankruptcy petition on April 26, 2005. 391 B.R. at 762. During the Meridian bankruptcy, Lorro, Inc. (“Lorro”) made payments to Meridian in excess of \$32 million. *Id.* On April 26, 2006, Lorro filed a voluntary

Chapter 7 bankruptcy petition. *Id.* Subsequently, on December 6, 2006, the bankruptcy court in the Meridian bankruptcy entered an order confirming the Meridian Plan of Reorganization, which established an administrative claims bar date of February 12, 2007. *Id.* at 763. That plan provided that “any such [administrative] claim that is not served and filed within this time period shall be discharged and forever barred.” *Id.* Lorro failed to file an administrative expense claim, in spite of the fact that it had notice of Meridian’s bankruptcy proceeding and the administrative claims bar date. *Id.* at 764. Instead, on April 25, 2008, more than a year after the administrative claims bar date, Lorro’s bankruptcy trustee filed an adversary complaint in the Lorro Chapter 7 bankruptcy case seeking recovery of more than \$32 million in alleged preferential and fraudulent transfers. *Id.* Meridian moved for dismissal and/or summary judgment contending that Lorro’s trustee’s adversary claims were administrative expenses which were barred, discharged, and enjoined by the express terms of Meridian’s chapter 11 plan. *Id.* at 764 – 765.

25. The main issue before the Court was whether the causes of action alleged by the Lorro trustee in the adversary proceeding were administrative expenses in the Meridian bankruptcy. *Id.* at 765. If they were, then the Meridian chapter 11 plan would bar the Lorro trustee’s adversary complaint because Lorro failed to file an administrative expense claim by the plan deadline. *Id.*

26. The Court concluded that “a preference claim against a party in bankruptcy is an administrative claim in that party’s bankruptcy.” *Id.* at 767. In doing so, the Court engaged in a three step analysis. First, the Court analyzed whether the causes of action asserted in the adversary complaint were “claims” under the Bankruptcy Code. *Id.* After discussing the “intentionally broad” definition of “claim” under the Code, the Court concluded that Lorro’s

trustee's preference and fraudulent transfer claims were "claims" because they "alleged rights to payment." *Id.*

27. Second, the Court then analyzed when the claims arose, and determined – after noting that the parties agreed on this point – that the claims arose on April 26, 2006 when Lorro filed its Chapter 7 bankruptcy petition. *Id.* at 768. The Court then noted: "Lorro's bankruptcy petition was filed after Meridian's petition was filed, but prior to the filing of the plan and entry of the order confirming the plan. Thus, Lorro's claims arose post petition and pre-confirmation in the Meridian bankruptcy." *Id.*

28. Third, the Court addressed whether Lorro's claims arose in the ordinary course of Meridian's business, and concluded that they did.

Debtor Meridian and Lorro had a business relationship for seven years prior to Meridian's bankruptcy. That relationship continued until Lorro filed for bankruptcy on April 28, 2006. There is no question that the money received by Meridian was paid by Lorro in the ordinary course of the parties' relationship: Meridian supplied parts and Lorro paid for those parts in the course of its role as a middleman with auto companies. The possibility that a chapter 7 trustee would subsequently seek recovery of that money through an avoidance action does not alter the nature of the relationship between the parties.

Id. at 768.

29. Thus, the Court held that the trustee's claims asserted in the adversary complaint were administrative expense claims in the Meridian bankruptcy.

To hold otherwise potentially eviscerates Meridian's entire bankruptcy proceeding by permitting the Plaintiff/Trustee to bring, post-confirmation, a \$ 32 million dollar cause of which existed pre-confirmation. The Plaintiff/Trustee's causes of action arose at the time Lorro's petition was filed, April 28, 2006. At the time Lorro's petition was filed, Debtor Meridian had been in bankruptcy for a year. Lorro was well aware of Debtor Meridian's bankruptcy proceeding. An order confirming Debtor Meridian's plan of reorganization was filed on December 6, 2006, thus, Lorro's Trustee had nearly seven months after the filing of the Lorro bankruptcy (but before confirmation of Meridian's plan) to raise the present

claims in Debtor Meridian's bankruptcy. Had the Trustee raised the claims pre-confirmation, Debtor Meridian could have addressed the claims in its plan. The Plaintiff/Trustee had another two months, until February 12, 2007, the administrative claims bar date, to file an administrative expense claim, but did not do so. Plaintiff failed to file a claim seeking recovery of money paid to Meridian while Meridian was in bankruptcy. Plaintiff failed to file its claim before the administrative claims bar date. Plaintiff is, therefore, not entitled to payment by the reorganized debtor.

Id. at 768.

30. The Court then held that the trustee's claims were discharged under the Meridian plan because the trustee failed to timely file an administrative expense claim.

Plaintiff/Trustee's claims against defendant Reorganized Meridian fall within § 1141 of the Bankruptcy Code and section 10.2 of the plan. The Plaintiff/Trustee's claims against Meridian arose on April 28, 2006, the date Lorro, Inc. filed for bankruptcy. Thus, the claims arose prior to the December 6, 2006 confirmation of Debtor Meridian's plan and treatment of those claims is dictated by the terms of the confirmed plan. Because, at the time the plan was confirmed, Debtor Meridian was unaware of Plaintiff/Trustee's claims, the claims are not dealt with by the plan, and are, thus, not obligations of defendant Reorganized Meridian. Plaintiff/Trustee's claims were discharged by the plan and confirmation order.

Id. at 769.

31. The material facts pertinent to this Motion are the same as in *Lorro*, and should warrant the same legal result – the barring and discharge of the Oldco Trustee's preference claims against DAS. *See also, In re Transue & Williams Stamping Co.*, 242 B.R. 363, 366 - 367 (Bankr. N.D. Ohio 1999) (debtor's preference claims against creditor, who had previously filed Chapter 11 petition, barred where they were asserted after claim deadline set forth in creditor's reorganization plan.) As in *Lorro*, where the debtor filed for bankruptcy after Meridian had filed its Chapter 11 petition but before the Meridian plan had been confirmed, Metaldyne filed its bankruptcy petition – on May 27, 2009 - after the Reorganized Debtors had filed their Chapter 11 petitions, but before the Modification Procedures Order was entered on June 16, 2009 setting

the Administrative Claim Bar Date for July 15, 2009 and confirmation of the Modified Plan on July 30, 2009. Likewise, as in *Lorro*, Metaldyne had actual notice of the Administrative Claim Bar Date, and cannot credibly assert otherwise. Further, just as in *Lorro*, the Oldco Trustee's preference claims arose on May 27, 2007, Metaldyne's petition date, and they therefore constituted "claims" under the Bankruptcy Code in the Reorganized Debtors' chapter 11 cases.

32. Moreover, just as *Lorro's* claims arose in the ordinary course of Meridian's business, the Oldco Trustee's preference claims also arose in the ordinary course of Reorganized Debtors' businesses as Reorganized Debtors were both buyers and sellers of component parts with Metaldyne. *See Ex C at ¶ 28* ("... [DAS] provided components ... to the Debtors, which the Debtors used in connection with their assembly and fabrication of highly engineered metal components for the global light vehicle market.") Consequently, just as *Lorro's* claims, the Oldco Trustee's preference claims are administrative expense claims under the Plan Modification Order and the Bankruptcy Code.

33. Like *Lorro*, Metaldyne failed to file an administrative expense claim by the Administrative Claim Bar Date. As a consequence, the Oldco Trustee's preference claims are barred and discharged by express terms of the Modification Procedures Order and the Plan Modification Order and the Oldco Trustee is permanently enjoined from asserting them. Accordingly, the Reorganized Debtors' Motion should be granted, and an Order should be entered directing the Oldco Trustee to dismiss the Preference Action.

RELIEF REQUESTED

WHEREFORE the Reorganized Debtors request that this Court enter an order permanently enjoining the Oldco Trustee from pursuing claims against DAS that have been forever discharged, and directing the Oldco Trustee to dismiss the Preference Action, and granting Reorganized Debtors such other and further relief to which they may be entitled.

Dated: Bloomfield Hills, MI
August 31, 2011

BUTZEL LONG, a professional corporation

By: /s/ Thomas B. Radom
Cynthia J. Haffey
Sheldon H. Klein
Thomas B. Radom
Thomas D. Noonan
Stoneridge West
41000 Woodward Avenue
Bloomfield Hills, MI 48304
(248) 258-1616

Attorneys for Reorganized Debtors

EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

| | | |
|-------------------------------------|---|-------------------------|
| ----- | X | |
| | : | |
| In re | : | Chapter 11 |
| | : | |
| DELPHI CORPORATION, <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
| | : | |
| Debtors. | : | (Jointly Administered) |
| | : | |
| ----- | X | |

AFFIDAVIT OF SERVICE

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases. I submit this Affidavit in connection with the service of the solicitation materials for the **First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possession (As Modified)** [Docket No. 17030] ("the Plan").

On December 1, 2005, the Court signed and entered an Order Pursuant to 28 U.S.C. § 156(c) Authorizing Retention and Appointment of Kurtzman Carson Consultants LLC as Claims, Noticing and Balloting Agent for Clerk of Bankruptcy Court [Docket No. 1374] designating KCC as the official Balloting Agent.

KCC is charged with the duty of printing and distributing Solicitation Packages to creditors and other interested parties pursuant to the instructions set forth in the **Order (A)(I) Approving Modifications to Debtors' First Amended Plan of Reorganization (as Modified) and Related Disclosures and Voting Procedures and (II) Setting Final Hearing Date to Consider Modifications to Confirmed First Amended Plan of Reorganization and (B) Setting Administrative Expense Claims Bar Date and Alternative Transaction Hearing Date ("Modification Procedures Order")** [Docket No. 17032] ("Modification Procedures Order") as entered by the Court on June 16, 2009.

The various solicitation materials consist of the following documents:

- 1) Ballot for Accepting or Rejecting First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possession (As Modified) (Class A Secured Claims) ("Class A Ballot") (attached hereto as Exhibit A);
- 2) Ballot for Accepting or Rejecting First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possession (As Modified) (Class C-1 General Unsecured Claims) ("Class C-1 Ballot") (attached hereto as Exhibit B);

- 3) Ballot for Accepting or Rejecting First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possession (As Modified) (Class C-2 Pension Benefit Guaranty Corporation Claims) ("Class C-2 Ballot") (attached hereto as Exhibit C);
- 4) Ballot for Accepting or Rejecting First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possession (As Modified) (Class D General Motors Corporation Claim) ("Class D Ballot") (attached hereto as Exhibit D);
- 5) Notice of (1) Approval of Supplement; (2) Hearing on Modifications to Plan; (3) Deadline and Procedures for Filing Objections to Modifications of Plan; (4) Deadline and Procedures for Temporary Allowance of Certain Claims for Voting Purposes; (5) Treatment of Certain Unliquidated, Contingent, or Disputed Claims for Noticing, Voting, and Distribution Purposes; (6) Record Date; (7) Voting Deadline for Receipt of Ballots; and (9) Proposed Releases, Exculpation, and Injunction in Modified Plan ("Final Modification Hearing Notice") (attached hereto as Exhibit E);
- 6) a letter from the Delphi Corporation Official Committee of Unsecured Creditors ("Creditors' Committee Letter") (attached hereto as Exhibit F);
- 7) First Amended Disclosure Statement Supplement with Respect to First Amended Plan of Reorganization (As Modified), Modification Procedures Order and December 10, 2007 Solicitation Procedures Order, in CD-ROM format ("CD-ROM")
- 8) Notice of Non-Voting Status with Respect to Certain Claims and Interests ("Notice of Non-Voting Status") (attached hereto as Exhibit G);
- 9) Notice to Unimpaired Creditors of (I) Filing of Proposed Modified Plan of Reorganization, (II) Treatment of Claims Under Modified Plan, (III) Hearing on Approval of Modified Plan, and (IV) Deadline and Procedures for Filing Objections Thereto ("Unimpaired Notice") (attached hereto as Exhibit H);
- 10) a memorandum from Kurtzman Carson Consultants to additional notice parties of ballot recipients ("Ballot Notice Party Memo") (attached hereto as Exhibit I);
- 11) Notice of Bar Date for Filing Proofs of Administrative Expense ("Administrative Bar Date Notice") (attached hereto as Exhibit J); and
- 12) Administrative Expense Claim Form ("Administrative Expense Claim Form") (attached hereto as Exhibit K).

On or before June 20, 2009, I caused to be served a personalized Class A Ballot, Final Modification Hearing Notice, Creditors' Committee Letter, CD-ROM, Administrative Bar Date Notice, Administrative Expense Claim Form and a pre-addressed, postage pre-paid return envelope upon the parties listed on Exhibit L via postage pre-paid U.S. mail.

On or before June 20, 2009, I caused to be served a personalized Class C-1 Ballot, Final Modification Hearing Notice, Creditors' Committee Letter, CD-ROM, Administrative Bar Date Notice, Administrative Expense Claim Form and a pre-addressed, postage pre-paid return envelope upon the parties listed on Exhibit M via postage pre-paid U.S. mail.

On or before June 20, 2009, I caused to be served a personalized Class C-2 Ballot, Final Modification Hearing Notice, Creditors' Committee Letter, CD-ROM, Administrative Bar Date Notice, Administrative Expense Claim Form and a pre-addressed, postage pre-paid return envelope upon the party listed on Exhibit N via postage pre-paid U.S. mail.

On or before June 20, 2009, I caused to be served a personalized Class D Ballot, Final Modification Hearing Notice, Creditors' Committee Letter, CD-ROM, Administrative Bar Date Notice, Administrative Expense Claim Form and a pre-addressed, postage pre-paid return envelope upon the party listed on Exhibit O via postage pre-paid U.S. mail.

On or before June 20, 2009, I caused to be served the Final Modification Hearing Notice, Creditors' Committee Letter, CD-ROM, Administrative Bar Date Notice and Administrative Expense Claim Form upon the parties listed on Exhibit P via postage pre-paid U.S. mail.

On or before June 20, 2009, I caused to be served the Final Modification Hearing Notice, Notice of Non-Voting Status, Administrative Bar Date Notice and Administrative Expense Claim Form upon the parties listed on Exhibit Q via postage pre-paid U.S. mail.

On or before June 20, 2009, I caused to be served the Final Modification Hearing Notice, Creditors' Committee Letter, CD-ROM, Unimpaired Notice, Administrative Bar Date Notice and Administrative Expense Claim Form upon the parties listed on Exhibit R via postage pre-paid U.S. mail.

On or before June 20, 2009, I caused to be served the Final Modification Hearing Notice, Creditors' Committee Letter, CD-ROM, Notice of Non-Voting Status, Administrative Bar Date Notice and Administrative Expense Claim Form upon the parties listed on Exhibit S via postage pre-paid U.S. mail.

On or before June 20, 2009, I caused to be served the Final Modification Hearing Notice, Creditors' Committee Letter, CD-ROM, Ballot Notice Party Memo, Administrative Bar Date Notice and Administrative Expense Claim Form upon the parties listed on Exhibit T via postage pre-paid U.S. mail.


On or before June 20, 2009, I caused to be served the Final Modification Hearing Notice, Administrative Bar Date Notice and Administrative Expense Claim Form upon the parties listed on Exhibit U via postage pre-paid U.S. mail.

Dated: June 23, 2009


Evan Gershbein

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 23rd day of June, 2009, by Evan Gershbein, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature 

Commission Expires: 10-1-09



Delphi Corporation
Creditor Matrix

| CreditorName | CreditorNoticeName | Address1 | Address2 | Address3 | Address4 | City | State | Zip | Country |
|------------------------------------|---------------------------------|-----------------------------------|---------------------------------|-------------|----------|------------------|-------|------------|---------|
| METAL PREPARATIONS CO INC | | PO BOX 955 | | | | BUFFALO | NY | 14207-0955 | |
| METAL PREPARATIONS CO INC | | 1121 LEXINGTON AVE | | | | ROCHESTER | NY | 14606 | |
| METAL PROCESSING INTERNATIONAL LP | | 8100 S INTERNATIONAL PKWY STE 500 | | | | MCALLEN | TX | 78503-8995 | |
| METAL PROCESSORS INC | | 1010 W JOHN BEERS RD | | | | STEVENSVILLE | MI | 49127-940 | |
| METAL PROCESSORS INC | | PO BOX 196 | | | | STEVENSVILLE | MI | 49127-0196 | |
| METAL SEAL & PRODUCTS INC | ACCOUNTS PAYABLE | 120 BEATTY ST | | | | JACKSON | MS | 39205 | |
| METAL SEAL & PRODUCTS INC | | 4323 HAMANN PKWY | | | | WILLOUGHBY | OH | 44094 | |
| METAL SEAL & PRODUCTS INC | | 4323 HAMANN PKWY | | | | WILLOUGHBY | OH | 44094 | |
| METAL SEAL & PRODUCTS INC | | 4323 HAMANN PKY | | | | WILLOUGHBY | OH | 44094-562 | |
| METAL SEAL & PRODUCTS INC | | PO BOX 92414 N | | | | CLEVELAND | OH | 44133 | |
| METAL SEAL & PRODUCTS INC | AL PIRNAT | PO BOX 92414 N | | | | CLEVELAND | OH | 44133 | |
| METAL SEAL & PRODUCTS INC EFT | | PO BOX 92414 N | | | | CLEVELAND | OH | 44133 | |
| METAL STRIPPING SYSTEMS INC | | 3346 AMBROSE AVE | | | | NASHVILLE | TN | 37207 | |
| METAL STRIPPING SYSTEMS INC | | 3346 AMBROSE AVE | | | | NASHVILLE | TN | 37208 | |
| METAL SURFACES HOLDING CO | | 6060 SHULL ST | | | | BELL GARDENS | CA | 90202-5001 | |
| METAL SURFACES HOLDING CO | CHRIS BOLTZ | 6060 SHULL ST | | | | BELL GARDENS | CA | 90201-4237 | |
| METAL SURFACES INC | ACCOUNTS RECEIVABLE | PO BOX 5001 | | | | BELL GARDENS | CA | 90202-5001 | |
| METAL SURFACES INC | ATTN ROBERT H LEDERMAN PRES CEO | 6060 SHULL ST | | | | BELL GARDENS | CA | 90201 | |
| METAL SURFACES INC | MARC J WINTHROP | WINTHROP COUCHOT | 660 NEWPORT CTR DR FOURTH FL | | | NEWPORT BEACH | CA | 92660 | |
| METAL SYSTEMS DE MONTERREY S DE RL | | KAPPA NO 425 | | | | APODACA | NL | 66600 | MX |
| METAL TECHNOLOGIES INC | | 1401 S GRANDSTAFF DR | | | | AUBURN | IN | 46706 | |
| METAL TECHNOLOGIES INC | | 2260 RELIABLE PKWY | | | | CHICAGO | IL | 60606 | |
| METAL TECHNOLOGIES INC | | 429 4TH ST | | | | THREE RIVERS | MI | 49093-1601 | |
| METAL TECHNOLOGIES INC EFT | | 2260 RELIABLE PKWY | | | | CHICAGO | IL | 60606 | |
| METAL TECHNOLOGIES INC EFT | | 1401 S GRANDSTAFF DR | | | | AUBURN | IN | 46706 | |
| METAL TECHNOLOGIES INC EFT | | 429 4TH ST | | | | THREE RIVERS | MI | 49093-1601 | |
| METAL TECHNOLOGIES INC EFT | | FMLY DCK FOUNDRY CO | 1401 S GRANDSTAFF DR | | | AUBURN | IN | 46706 | |
| METAL TECHNOLOGIES RAVENNA DUCTILE | | PO BOX 397 | | | | RAVENNA | MI | 49451-0397 | |
| METAL TECHNOLOGY INC | | 10015 S 72ND E AVE | | | | TULSA | OK | 74133 | |
| METAL TECHNOLOGY INC | | 173 QUEEN AVE SE | | | | ALBANY | OR | 97351 | |
| METAL WORKING LUBRICANTS CO | | PO BOX 214379 | | | | AUBURN HILLS | MI | 48321 | |
| METAL WORKING LUBRICANTS CO | METALWORKING LUBRICANTS COMPANY | | 25 W SILVERDOME INDUSTRIAL PARK | | | PONTIAC | MI | 48342 | |
| METAL WORKING LUBRICANTS COMPANY | | 1509 S SENATE AVE | | | | INDIANAPOLIS | IN | 46225 | |
| METAL WORKING LUBRICANTS COMPANY | | 1509 S SENATE AVE | | | | INDIANAPOLIS | IN | 46225 | |
| METAL WORKING LUBRICANTS COMPANY | | 1509 S SENATE AVE | | | | INDIANAPOLIS | IN | 46225 | |
| METALART INC | | PO BOX 191 | | | | MIDDLETOWN | IN | 47356 | |
| METALBAGES SA | | METALBAGES | POLIGONO INDUSTRIAL SANTA ANA | | | SANTPEDOR | | 08251 | |
| METALBAGES SA | | POLIG IND SANTA ANA S N | 08251 SANTPEDOR | | | BARCELONA | | 08251 | SPAIN |
| METALBAGES SA EFT | C/O LES ARENES 1 | POL IND STA ANNA II | SANTPEDOR | | | BARCELONA | | 08251 | SPAIN |
| METALBAGES SA EFT | | PG IND SANTA ANA II | 6 | | | SANTPEDOR | | 8251 | SPAIN |
| METALBAGES SA EFT | | POLIG IND SANTA ANA S N | 08251 SANTPEDOR | | | SANTPEDOR | | 8251 | SPAIN |
| METALCENTER | DAVID WOOD | 12034 GREENSTONE AVE | | | | SANTA FE SPRINGS | CA | 90670 | |
| METALCENTER ROCHESTER INC | | MCR METALCENTER | 100 AJAX RD | | | ROCHESTER | NY | 14624 | |
| METALCRAFT INC | | 149 4TH ST SW | | | | MASON CITY | IA | 50401 | |
| METALCRAFT INC | | 149 4TH SW | PO BOX 1468 | | | MASON CITY | IA | 50402-1468 | |
| METALCRAFT INC | | PO BOX 1468 | | | | MASON CITY | IA | 50402-1468 | |
| METALCRAFT INC | | 2P UPD 1 5 03 PH | 149 4TH SW | PO BOX 1468 | | MASON CITY | IA | 50402-1468 | |
| METALCRAFT INC | JODI TORKELSON | 149 4TH ST S W | PO BOX 1468 | | | MASON CITY | IA | 50402-1468 | |
| METALCRAFT TECHNOLOGIES INC | | 458 NORTH 2774 WEST | | | | CEDAR CITY | UT | 84720 | |
| METALDYNE CORP | | 220 INDUSTRIAL BLVD | | | | GREENVILLE | NC | 27034 | |
| METALDYNE CORP | | EDON OPERATIONS DIV | 507 WINDIANA ST | | | EDON | OH | 43518 | |
| METALDYNE CORP | | FREMONT OPERATIONS DIV | PO BOX 67000 DEPT 67 120A | | | DETROIT | MI | 48231-006 | |
| METALDYNE CORP | | GLADWIN OPERATIONS DIV | PO BOX 67 120A | | | DETROIT | MI | 48267 | |
| METALDYNE CORP | | MASCOTEC FORMING TECHNOLOGIES | 19001 GLENDALE AVE | | | DETROIT | MI | 48223 | |
| METALDYNE CORP | | METALDYNE | 47603 HALYARD DR | | | PLYMOUTH | MI | 48170 | |
| METALDYNE CORP | | METALDYNE | 47659 HALYARD DR | | | PLYMOUTH | MI | 48170 | |
| METALDYNE CORP | | METALDYNE FORGING | 2727 W 14 MILE RD | | | ROYAL OAK | MI | 48073-171 | |
| METALDYNE CORP | | METALDYNE FORMING TECHNOLOGIES | 24701 HALLWOOD CT | | | FARMINGTON HILLS | MI | 48335 | |

Delphi Corporation
Creditor Matrix

| Creditor Name | Creditor Notice Name | Address1 | Address2 | Address3 | Address4 | City | State | Zip | Country |
|--------------------------------|----------------------|--------------------------------|--------------------------|-----------------------|----------------------|-----------------|-------|------------|---------|
| METALDYNE CORP | | PUNCHCRAFT | 30500 RYAN RD | | | WARREN | MI | 48092-1902 | |
| METALDYNE CORP | | 47603 HALYARD DR | | | | PLYMOUTH | MI | 48170 | |
| METALDYNE CORP | ACCOUNTS PAYABLE | 47603 HALYARD DR | | | | PLYMOUTH | MI | 48170 | |
| METALDYNE CORPORATION | | 47603 HALYARD DR | | | | PLYMOUTH | MI | 48170-2428 | |
| METALDYNE CORPORATION | | METALDYNE TRANSMISSION & PROGR | 6491 FRANZ WARNER PKY | | | WHITSETT | NC | 27377 | |
| METALDYNE CORPORATION | | 6491 FRANZ WARNER PKY | | | | WHITSETT | NC | 27377 | |
| METALDYNE CORPORATION | | 47603 HALYARD DR | | | | PLYMOUTH | MI | 48170-2428 | |
| METALDYNE CORPORATION | CLARK HILL PLC | ROBERT D GORDON | 500 WOODWARD AVE STE | | | DETROIT | MI | 48226-3435 | |
| METALDYNE CORPORATION | FOLEY & LARDNER LLP | LOREY VAUGHAN | 3500 | | | NEW YORK | NY | 10016 | |
| METALDYNE CORPORATION EFT | | 220 INDUSTRIAL BLVD | 80 PARK AVE | | | GREENVILLE | NC | 27634 | |
| METALDYNE CORPORATION EFT | | 2727 W 14 MILE RD | | | | ROYAL OAK | MI | 48073 | |
| METALDYNE CORPORATION EFT | | 47603 HALYARD DR | | | | PLYMOUTH | MI | 48170-2429 | |
| METALDYNE CORPORATION EFT | | FRMLY BRAUN ENGINEERING CO | 47603 HALYARD DR | | | PLYMOUTH | MI | 48170-2429 | |
| METALDYNE CORPORATION EFT | | FRMLY SIMPSON INDUSTRIES INC | 47603 HALYARD DR | | | PLYMOUTH | MI | 48170-2429 | |
| METALDYNE CORPORATION EFT | | METALDYNE SINTERED COMPONENTS | PO BOX 170 | WEST CREEK RD 8 26 05 | | SAINT MARYS | PA | 15857 | |
| METALDYNE CORPORATION EFT | | MTSPC INC MT WINDFALL PA | WEST CREEK RD | CC | | ST MARYS | PA | 15857 | |
| METALDYNE CORPORATION EFT | | W CREEK RD | | | | SAINT MARYS | PA | 15857 | |
| METALDYNE CORPORATION | | | | | | | | | |
| EFTMTSPC INC PRECISION FORMING | | 19001 GLENDALE AVE | | | | DETROIT | MI | 48223 | |
| METALDYNE CORPORATION MTSPC | | | | | | | | | |
| INC PRECISION FORMING | | 47603 HALYARD DR | | | | PLYMOUTH | MI | 48170-2428 | |
| METALDYNE CORPORATION MTSPC | | | | | | | | | |
| INC PRECISION FORMING | | 47603 HALYARD DR | | | | PLYMOUTH | MI | 48170-2429 | |
| METALDYNE CORPORATION | | 47603 HALYARD DR | | | | PLYMOUTH | MI | 48170-2429 | |
| WINDFALL PA | | | | | | | | | |
| METALDYNE FORGING OPERATIONS | | PO BOX 67000 DEPT 246401 | | | | DETROIT | MI | 48267-2464 | |
| METALDYNE FORMING | | | | | | | | | |
| TECHNOLOGIES | | METALDYNE PRECISION FORMING | 6710 INNOVATION BLVD | | | FORT WAYNE | IN | 46818 | |
| METALDYNE FORMING | | | | | | | | | |
| TECHNOLOGIES | | METALDYNE PRECISION FORMING DE | 19001 GLENDALE AVE | | | DETROIT | MI | 48223 | |
| METALDYNE GMBH & CO OHG | | BUCHENWALDSTR 2 | | | | ZELL | | 77736 | GERMANY |
| METALDYNE INC | ACCOUNTS PAYABLE | 131 WEST HARVEST ST | | | | BLUFFTON | IN | 46714 | |
| METALDYNE PRECISION EFT | | | | | | | | | |
| FORMING | | PO BOX 67000 DEPT 246401 | | | | DETROIT | MI | 48267-2464 | |
| METALDYNE PRECISION FORMING | | FMLY MASCO TECH FORMING TECH | 6710 INNOVATION BLVD | | | FORT WAYNE | IN | 46818-1334 | |
| METALDYNE SINTERED | | | | | | | | | |
| COMPONENTS | | 47603 HALYARD DR | | | | PLYMOUTH | MI | 48170-2429 | |
| METALDYNE SINTERED | | | | | | | | | |
| COMPONENTS | | C/O FREUDENBERG NOK | 1275 ARCHER DR | | | TROY | OH | 45373 | |
| METALDYNE SINTERED | | DEPT 237201 | | | | DETROIT | MI | 48267 | |
| COMPONENTS | | W CREEK RD | | | | SAINT MARYS | PA | 15857 | |
| METALDYNE SINTERED | | | | | | | | | |
| COMPONENTS INC | | 1275 ARCHER DR | | | | TROY | OH | 45373 | |
| METALDYNE SINTERED | | | | | | | | | |
| COMPONENTS INC | | 197 W CREEK RD | | | | SAINT MARYS | PA | 15857 | |
| METALES SINTERIZADOS SA | | ARITZ BIDEA 63 | | | | MUNGUIA VIZCAYA | | 48100 | SPAIN |
| METALES SINTERIZADOS SA | | C ARITZ BIDEA 63 A | 48100 MUNGUIA | | | | | | SPAIN |
| METALES SINTERIZADOS SA | | C ARITZ BIDEA 63 A | 48100 MUNGUIA | | | | | | SPAIN |
| METALFORM INDUSTRIES SOUTH | | PO BOX 669 | | | | MT STERLING | KY | 40353-0669 | |
| METALFORM INDUSTRIES SOUTH | | WHOLE SALE LOCKBOX DEPT 77422 | 9000 HAGGERTY RD | | | BELLEVILLE | MI | 48111 | |
| METALFORMING TECHNOLOGIES | | INC | ATTN JEFF WILEY | 3271 FIVE POINTS STE | | AUBURN HILLS | MI | 48326 | |
| EFT | | INC | PO BOX 70 | 102 | RMT CHG PER LETTER 6 | | | | |
| METALFORMING TECHNOLOGIES | | | | 14 04 | | SALINE | MI | 48176 | |
| EFT | | | | | | AUBURN HILLS | MI | 48326 | |
| METALFORMING TECHNOLOGIES INC | | 3271 FIVE POINTS DR STE 102 | | | | SALINE | MI | 48178 | |
| METALFORMING TECHNOLOGIES INC | | 905 WOODLAND DR | | | | | | | |
| METALFORMING TECHNOLOGIES INC | | ATTN JEFF WILEY | 3271 FIVE POINTS STE 102 | | | AUBURN HILLS | MI | 48326 | |
| METALFORMING TECHNOLOGIES INC | | JSI DIV | 9120 GENERAL DR | | | PLYMOUTH | MI | 48170-4824 | |
| METALFORMING TECHNOLOGIES INC | | METALFORMING TECHNOLOGIES FLIN | 3064 E HEMPHILL RD | | | BURTON | MI | 48529 | |

EXHIBIT B

BUTZEL LONG, a professional corporation
Stoneridge West
41000 Woodward Ave.
Bloomfield Hills, MI 48304
(248) 258-1616
Cynthia J. Haffey
Sheldon H. Klein
Thomas B. Radom
Thomas D. Noonan
Attorneys for Reorganized Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|-------------------------------------|---|-------------------------|
| In re |) | Chapter 11 |
| |) | |
| DPH HOLDINGS CORP., <i>et al.</i> , |) | Case No. 05-44481 (RDD) |
| |) | Jointly Administered |
| |) | |
| Reorganized Debtors. |) | |

**DECLARATION OF DEAN R. UNRUE, CLAIMS ADMINISTRATOR, IN SUPPORT
OF REORGANIZED DEBTORS' MOTION FOR ORDER (I) ENFORCING
MODIFICATION PROCEDURES ORDER, MODIFIED PLAN AND PLAN
MODIFICATION ORDER INJUNCTIONS AGAINST TRUSTEE FOR THE
OLDCO M DISTRIBUTION TRUST, AND (II) DIRECTING TRUSTEE
TO DISMISS ACTION TO RECOVER DISCHARGED CLAIM**

I, **DEAN R. UNRUE**, state as follows:

1. I am over eighteen years of age and not a party to the above-captioned cases. I believe the statements contained herein are true based on my personal knowledge.
2. I am the Claims Administrator for the Reorganized Debtors and my business address is 5725 Delphi Drive, M/C 483-400-525, Troy, MI 48098-2815. This Declaration is based upon my personal knowledge, except as to such matters as are stated upon information and belief.

3. On or before June 20, 2009, Delphi served copies of the (a) Notice of Approval of Supplement; (b) Notice of Hearing on Modifications to Plan; (c) Notice of Deadline and Procedures for Filing Objections to Modifications of Plan; (d) Notice of Deadline and Procedures for Temporary Allowance of Certain Claims for Voting Purposes; (e) Notice of Treatment of Certain Unliquidated, Contingent, or Disputed Claims for Noticing, Voting, and Distribution Purposes; (f) Notice of Record Date; (g) Notice of Voting Deadline for Receipt of Ballots; (h) Notice of Proposed Releases, Exculpation, and Injunction in Modified Plan ("Final Modification Hearing Notice"); and (i) Notice of Bar Date for Filing Proofs of Administrative Expense and Administrative Expense Claim Form on Metaldyne Corporation ("Metaldyne"), at various of its locations or upon its counsel of record, by first class U.S. mail, all as fully disclosed in the Affidavit of Service of Evan Gershbein, dated June 23, 2009 (Doc 17267).

4. Metaldyne, or any affiliate that has the name "Metaldyne" in it, did not file proof of an administrative expense claim on an Administrative Expense Claim Form by the July 15, 2009 Administrative Expense Bar Date; nor is there any record of Metaldyne or any such affiliate filing proof of an administrative expense claim after the Administrative Expense Bar Date in these reorganization proceedings.

5. To the best of my knowledge, information and belief, I hereby declare and state that the foregoing information is true and correct.

Executed on August __, 2011, at Troy, Michigan



DEAN R. UNRUE

EXHIBIT C

**UNITED STATES BANKRUPTCY COURT
Southern District of New York**

In re: Oldco M Corporation and Oldco M Corporation (f/k/a Metaldyne Corporation)

Bankruptcy Case No.: 09-13412-mg

Executive Sounding Board Associates Inc., as Trustee for the Oldco M Distribution Trust

Plaintiff(s),

-against-

Adversary Proceeding No.
11-02158-mg

Delphi Automotive Systems

Defendant(s)

**SUMMONS AND NOTICE OF PRETRIAL CONFERENCE
IN AN ADVERSARY PROCEEDING**

YOU ARE SUMMONED and required to submit a motion or answer to the complaint which is attached to this summons to the clerk of the bankruptcy court within 30 days after the date of issuance of this summons, except that the United States and its offices and agencies shall submit a motion or answer to the complaint within 35 days, to:

Address of Clerk:

Clerk of the Court
United States Bankruptcy Court
Southern District of New York
One Bowling Green
New York, NY 10004-1408

At the same time, you must also serve a copy of the motion or answer upon the plaintiff's attorney.

**Name and Address of
Plaintiff's Attorney:**

Richard Levy Jr.
Pryor Cashman LLP
7 Times Square
New York, NY 10036-6569

If you make a motion, your time to answer is governed by Fed. R. Bankr. P. 7012.

YOU ARE NOTIFIED that a pretrial conference of the proceeding commenced by the filing of the complaint will be held at the following time and place:

United States Bankruptcy Court
Southern District of New York
One Bowling Green
New York, NY 10004-1408

Date and Time: TO BE DETERMINED
(PURSUANT TO COURT ORDER)

IF YOU FAIL TO RESPOND TO THIS SUMMONS, YOUR FAILURE WILL BE DEEMED TO BE YOUR CONSENT TO ENTRY OF A JUDGMENT BY THE BANKRUPTCY COURT AND JUDGMENT BY DEFAULT MAY BE TAKEN AGAINST YOU FOR THE RELIEF DEMANDED IN THE COMPLAINT.

Dated: 5/24/11

Vito Genna

Clerk of the Court

By: /s/ Kevin Cockerham

Deputy Clerk

PRYOR CASHMAN LLP
7 Times Square
New York, New York 10036-6569
Richard Levy, Jr.
Tina N. Moss
Telephone: (212) 421-4100
Facsimile: (212) 326-0806
rlevy@pryorcashman.com
tmoss@pryorcashman.com

*Attorneys for Plaintiff, Executive Sounding
Board Associates Inc., as Trustee for the
Oldco M Distribution Trust*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|--|---|-----------------------------|
| In re: | : | Chapter 11 |
| | : | |
| OLDCO M CORPORATION, | : | Case No. 09-13412 (MG) |
| (f/k/a Metaldyne Corporation), <i>et al.</i> , | : | |
| | : | |
| Debtors. | : | Jointly Administered |
| | : | |
| EXECUTIVE SOUNDING BOARD | : | |
| ASSOCIATES INC., as Trustee for the | : | |
| Oldco M Distribution Trust, | : | |
| | : | |
| Plaintiff, | : | |
| | : | |
| -against- | : | Adv. Pro. No. 11-_____ (MG) |
| | : | |
| DELPHI AUTOMOTIVE SYSTEMS, | : | |
| | : | |
| Defendant. | : | |

**COMPLAINT TO: (I) AVOID AND RECOVER
TRANSFERS PURSUANT TO 11 U.S.C. §§ 547 AND 550;
AND (II) DISALLOW CLAIMS PURSUANT TO 11 U.S.C. § 502(d)**

Plaintiff, Executive Sounding Board Associates Inc. (the "Trustee" or "Plaintiff"), the
liquidating trustee of the Oldco M Distribution Trust (the "Trust") established pursuant to the
Second Amended Joint Plan of Liquidation of Debtors and Debtors in Possession (the "Plan")

[Docket No. 1180], by and through its undersigned counsel, files this *Complaint to: (I) Avoid and Recover Transfers Pursuant to 11 U.S.C. §§ 547 and 550; and (II) Disallow Claims Pursuant to 11 U.S.C. § 502(d)* (the "Complaint") against Delphi Automotive Systems (the "Defendant") and, in support hereof, avers the following:

NATURE OF THE PROCEEDING

1. This Complaint seeks to avoid and recover from the Defendant all of the preferential transfers of property that the Debtors (as defined herein) made for or on account of antecedent debt(s) due and owing the Defendant during the ninety-day period prior to the filing of the Debtors' bankruptcy cases (the "Preference Period").

2. In particular, Plaintiff seeks the entry of an Order from this Court: (a) avoiding and directing the return of the avoidable transfers (the "Transfers") identified in Exhibit "1" that were made by the Debtors (as defined herein) to the Defendant in payment of antecedent debts based upon the invoices identified therein; and (b) disallowing any Claim (as defined herein) unless and until the Transfers are remitted to the Trustee.

3. To the extent that the Defendant has filed a proof of claim or has a claim listed on the Debtors' schedules as undisputed, liquidated, and not contingent, or has otherwise requested payment from the Debtors or their substantively consolidated estate (collectively, a "Claim"), this Complaint is not intended to be, nor should it be construed as, a waiver of Plaintiff's right to object to such Claim for any reason, including, but not limited to, section 502(a) through (j) of the Bankruptcy Code (as defined herein), and such rights are expressly reserved. Notwithstanding this reservation of rights, Plaintiff, as set forth herein, does object to the Claim pursuant to section 502(d) of the Bankruptcy Code.

JURISDICTION AND VENUE

4. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.

5. This adversary proceeding is brought pursuant to Rule 7001, *et seq.*, of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. §§ 502(d), 547 and 550.

6. Venue in this Court is proper pursuant to 28 U.S.C. § 1409 because this adversary proceeding arises under and in connection with a case under 11 U.S.C. § 101, *et seq.* (the “Bankruptcy Code”).

7. This adversary proceeding is a “core” proceeding pursuant to 28 U.S.C. §§ 157(b)(2)(A), (B), (F) and (O).

BACKGROUND

8. On May 27, 2009 (the “Petition Date”), Oldco M Corporation (*f/k/a* Metaldyne Corporation) and 30 of its domestic direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the “Debtors”), filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (the “Bankruptcy Cases”).

9. By an order entered on May 29, 2009, the Debtors’ chapter 11 cases were consolidated for procedural purposes and thereafter were jointly administered [Docket No. 65].

10. Before the Petition Date, the Debtors were leading global manufacturers of highly engineered metal components for the global light vehicle market. Their largest customers were Ford Motor Company, Chrysler LLC and its successor, Chrysler Group LLC, and General Motors Corporation and its successor, General Motors Company.

11. Due to a dramatic downturn in the global automotive industry and liquidity pressures stemming from industry stresses, issues with the Debtors’ capital structure,

and the reluctance of lenders to provide capital to automotive suppliers, the Debtors filed for bankruptcy.

12. Subsequent to the Petition Date, the Bankruptcy Court, in July 2009, approved bidding procedures (the "Bidding Procedures") for the marketing and sale of the majority of the Debtors' assets.

13. Following an auction conducted pursuant to the Bidding Procedures, MD Investors Corporation ("MD Investors") was determined to be the winning bidder and the Debtors and MD Investors entered into a Purchase Agreement, dated as of August 7, 2009 (the "Purchase Agreement").

14. Pursuant to the Purchase Agreement, the Debtors agreed to sell and MD Investors agreed to buy a majority of the Debtors' assets. In addition, MD Investors also agreed to assume certain liabilities and obligations of the Debtors (the "Asset Sale").

15. On August 12, 2009, the Bankruptcy Court issued an order authorizing the Asset Sale under section 363 of the Bankruptcy Code [Docket No. 674].

16. On January 11, 2010, the Debtors filed the Plan and related disclosure statement. The Plan is a liquidating plan which provides for the liquidation of the Debtors' remaining assets in order to maximize the ultimate recovery by all creditors.

17. On February 23, 2010, the Court entered an Order confirming the Plan [Docket No. 1384] and substantively consolidated these bankruptcy estates into one consolidated estate.

18. On March 30, 2010, the Plan became effective (the "Effective Date").

19. Pursuant to the Plan, as of the Effective Date, the Debtors were dissolved and the Oldco M Distribution Trust was created in order to, *inter alia*: (i) liquidate the Debtors'

remaining assets (including any claims and causes of action possessed by the Debtors); (ii) litigate and resolve claims filed against the Debtors' estates; (iii) make distributions to creditors; and (iv) take other actions permitted by Section III.C of the Plan.

20. Pursuant to the Plan, the Distribution Trust was empowered to "pursue Recovery Actions that are transferred to the Distribution Trust to the extent that their pursuit would likely result in a material economic benefit to creditors classified in Class 3 and Class 4 hereunder, as determined by the Oversight Committee, in its sole discretion[.]" Plan, Article III.C.1. "Recovery Actions" are defined in the Plan as "all claims and causes of action held by the Debtors' Estates of any nature, including without limitation claims and causes of action under sections 502(d), 544, 545, 547, 548, 549, 550 and 553 of the Bankruptcy Code, and any other avoidance or similar action under the Bankruptcy Code or similar state law, and the proceeds thereof, whether received by judgment, settlement or otherwise." Id., Article I.A.91.

21. Notwithstanding the Asset Sale and MD Investors' assumption of certain of the Debtors' liabilities and obligations, significant unsecured claims exist against the Debtors' estate.

22. As of the date of this Complaint, the unsecured claims listed on the Debtors' claim register total approximately \$353 million.

23. Indeed, as set forth more fully in the Plan and accompanying disclosure statement, the Debtors' general unsecured creditors will not receive full value on account of their claims against the Debtors.

PARTIES

24. Plaintiff is the Trustee of the Trust established pursuant to the Plan.

25. Defendant is an entity that maintains a place of business in Troy, Michigan.

26. Upon information and belief, Defendant is an automotive supplier and was, at all times material hereto, a vendor to one or more of the Debtors.

COUNT I
(Avoidance of Preferential Transfers)

27. The allegations set forth in paragraphs 1 through 26 are realleged and incorporated by reference as if fully set forth herein.

28. Before the Petition Date, the Defendant provided components (the "Goods") to the Debtors, which the Debtors used in connection with their assembly and fabrication of highly engineered metal components for the global light vehicle market.

29. On or within the ninety (90) days prior to the Petition Date, one or more of the Debtors made the Transfers to the Defendant as reflected on Exhibit 1 attached hereto and incorporated herein by reference.

30. Exhibit 1 reflects Plaintiff's current knowledge of the Transfers (made by check, wire transfer or their equivalent) to the Defendant during the Preference Period, and includes the date and amount of each such Transfer. During the course of this proceeding, Plaintiff may learn (through discovery or otherwise) of additional transfers made to the Defendant during the Preference Period. It is Plaintiff's intention to avoid and recover all such transfers, whether such transfers are presently reflected on Exhibit 1 or not. Accordingly,

Plaintiff reserves its rights to supplement and/or amend this information as necessary and appropriate.

31. All of the Transfers were made by or on behalf of one or more of the Debtors and came from an account or accounts owned by one or more of the Debtors. Thus, the Transfers constituted a transfer of the Debtors' interest in property.

32. At the time the Transfers were made, the Debtors were insolvent.

33. Each of the Transfers listed on Exhibit 1 was on account of an invoice or invoices for the Goods provided by the Defendant to the Debtors. These invoices are also identified on Exhibit 1.

34. In exchange for the provision of these Goods, the Debtors would owe money to the Defendant on account thereof.

35. Thus, the Transfers reflected on Exhibit 1 were transfers made by the Debtors on account of "antecedent debt" which the Debtors owed to the Defendant in exchange for the Defendant's provision of the Goods prior to the date each Transfer was made.

36. All of the Transfers were made to or for the benefit of the Defendant.

37. In these Bankruptcy Cases, the Debtors' unsecured creditors will not receive payment in full on account of their claims against the Debtors; in fact, according to the disclosure statement, unsecured creditors are expected to receive at most 2.1% of the value of their claims.

38. Thus, the Transfers enabled Defendant to receive more than it would have received if: (a) the Debtors' bankruptcy cases were administered under chapter 7 of the Bankruptcy Code; (b) the Transfers had not been made; and (c) the Defendant received payment of such debt to the extent provided for by the provisions of the Bankruptcy Code.

39. Based upon the foregoing, the Transfers constitute avoidable preferential transfers pursuant to section 547(b) of the Bankruptcy Code and, as such, they are recoverable from Defendant pursuant to section 550(a) of the Bankruptcy Code.

COUNT II
(Recovery of Avoided Transfers)

40. The allegations set forth in paragraphs 1 through 39 are realleged and incorporated by reference as if fully set forth herein.

41. Based upon the foregoing, Plaintiff is entitled to avoid the Transfers pursuant to section 547(b) of the Bankruptcy Code.

42. As set forth on Exhibit 1, the Defendant was the initial transferee of the Transfers and is liable for the return of the Transfers (or the amount thereof).

43. Pursuant to section 550(a) of the Bankruptcy Code, the Plaintiff is entitled to recover from the Defendant the Transfers or the value thereof plus interest thereon to the date of payment as well as costs of this action.

COUNT III
(Disallowance of Claims)

44. The allegations set forth in paragraphs 1 through 43 are realleged and incorporated by reference as if fully set forth herein.

45. The Defendant is the recipient of the Transfers, which are avoidable and recoverable under sections 547 and 550 of the Bankruptcy Code.

46. Despite Plaintiff's demands, the Defendant has neither returned the Transfers to Plaintiff nor has the Defendant paid the amount of the Transfers, for which the Defendant is liable pursuant to section 550 of the Bankruptcy Code.

47. On August 14, 2009, the Defendant filed a proof of claim in the total amount of \$206,668.80, and on August 26, 2009, the Defendant filed a proof of claim in the total amount of \$235,300.93.

48. Pursuant to section 502(d) of the Bankruptcy Code, any and all Claims of the Defendant must be disallowed unless and until Defendant returns the Transfers to Plaintiff or pays to Plaintiff the amount of the Transfers.

49. Pursuant to section 502(j) of the Bankruptcy Code, any and all Claims of the Defendant (or any assignee) that have been previously allowed by the Debtors or the Plaintiff must be reconsidered and disallowed unless and until Defendant returns the Transfers to Plaintiff or pays to Plaintiff the amount of the Transfers.

WHEREFORE, Plaintiff respectfully requests entry of judgment on its Complaint as follows:

- a) On Count I, in favor of Plaintiff and against Defendant avoiding the Transfers;
- b) On Count II, in favor of Plaintiff and against the Defendant and directing the Defendant to return to the Plaintiff the amount of the Transfers pursuant to §§ 547(b) and 550(a) of the Bankruptcy Code;
- c) On Count III, in favor of Plaintiff and against Defendant disallowing the Claims unless and until Defendant returns the Transfers to Plaintiff pursuant to section 502(d) of the Bankruptcy Code;
- d) Awarding pre-judgment and post judgment interest at the maximum legal rate from the date of judgment herein until the date the judgment is either paid in full or otherwise satisfied, together with the costs and expenses of this action, including, without limitation, attorneys' fees; and

e) Granting such other and further relief as this Court may deem just and proper.

Dated: New York, New York
May 23, 2011

PRYOR CASHMAN LLP

By: /s/ Richard Levy, Jr.
7 Times Square
New York, New York 10036-6569
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*Attorneys for Plaintiff, Executive Sounding
Board Associates Inc., as Trustee for the
Oldco M Distribution Trust*

Exhibit 1

Exhibit 1

| Plant Number | Debtor Entity Transferor | Payee Number | Supplier Number | Transferee | Payment Number | Check Date | Invoice Number | Check Amount | Invoice Amount |
|--------------|--|--------------|-----------------|-------------------------|----------------|------------|----------------|--------------|----------------|
| 00111 | Metaldyne Machining & Assembly Company, Inc. | 178168 | 178168 | Delphi - El Paso, Texas | 90003630 | 5/7/2009 | 0054687709 | \$199,134.54 | \$1,350.00 |
| 00111 | Metaldyne Machining & Assembly Company, Inc. | 178168 | 178168 | Delphi - El Paso, Texas | 90003630 | 5/7/2009 | 0054701373 | \$199,134.54 | \$20,736.00 |
| 00111 | Metaldyne Machining & Assembly Company, Inc. | 178168 | 178168 | Delphi - El Paso, Texas | 90003630 | 5/7/2009 | 0054731267 | \$199,134.54 | \$10,368.00 |
| 00111 | Metaldyne Machining & Assembly Company, Inc. | 178168 | 178168 | Delphi - El Paso, Texas | 90003630 | 5/7/2009 | 0054765035 | \$199,134.54 | \$10,333.44 |
| 00111 | Metaldyne Machining & Assembly Company, Inc. | 178168 | 178168 | Delphi - El Paso, Texas | 90003630 | 5/7/2009 | 0054820371 | \$199,134.54 | \$10,333.44 |
| 00111 | Metaldyne Machining & Assembly Company, Inc. | 178168 | 178168 | Delphi - El Paso, Texas | 90003630 | 5/7/2009 | 0054862264 | \$199,134.54 | \$10,333.44 |

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| | | | | | | | | | |
|-------|--|--------|--------|----------------------------|----------|----------|------------|--------------|-------------|
| 00111 | Metaldyne Machining & Assembly Company, Inc. | 178168 | 178168 | Delphi - El Paso, Texas | 90003630 | 5/7/2009 | 0054898446 | \$199,134.54 | \$20,666.88 |
| 00111 | Metaldyne Machining & Assembly Company, Inc. | 178168 | 178168 | Delphi - El Paso, Texas | 90003630 | 5/7/2009 | 0054944056 | \$199,134.54 | \$31,000.32 |
| 00111 | Metaldyne Machining & Assembly Company, Inc. | 178168 | 178168 | Delphi - El Paso, Texas | 90003630 | 5/7/2009 | 0054985041 | \$199,134.54 | \$20,666.88 |
| 00111 | Metaldyne Machining & Assembly Company, Inc. | 178168 | 178168 | Delphi - El Paso, Texas | 90003630 | 5/7/2009 | 005503899 | \$199,134.54 | \$1,345.50 |
| 00111 | Metaldyne Machining & Assembly Company, Inc. | 178168 | 178168 | Delphi - El Paso, Texas | 90003630 | 5/7/2009 | 0055064431 | \$199,134.54 | \$20,666.88 |
| 00111 | Metaldyne Machining & Assembly Company, Inc. | 178168 | 178168 | Delphi - El Paso, Texas | 90003630 | 5/7/2009 | 0055127580 | \$199,134.54 | \$10,333.44 |
| 00111 | Metaldyne Machining & Assembly | 178168 | 178168 | Delphi - El Paso, Texas | 90003630 | 5/7/2009 | 0055144729 | \$199,134.54 | \$20,666.88 |

EXHIBIT C

Hearing Date and Time: September 22, 2011 at 10 a.m. (EDT)

Response Date and Time: September 15, 2011 at 4:00 (EDT)

BUTZEL LONG, a professional corporation
Stoneridge West
41000 Woodward Avenue
Bloomfield Hills, MI 48304
(248) 258-1616
Cynthia J. Haffey
Sheldon H. Klein
Thomas B. Radom
Thomas D. Noonan
Attorneys for Reorganized Debtors

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

| | | |
|-------------------------------------|---|-------------------------|
| In re |) | |
| |) | Chapter 11 |
| DPH HOLDINGS CORP., <i>et al.</i> , |) | |
| |) | Case No. 05-44481 (RDD) |
| |) | Jointly Administered |
| Reorganized Debtors. |) | |

**NOTICE OF REORGANIZED DEBTORS' MOTION FOR ORDER (I) ENFORCING
MODIFICATION PROCEDURES ORDER, MODIFIED PLAN AND PLAN
MODIFICATION ORDER INJUNCTIONS AGAINST TRUSTEE FOR THE
OLDCO M DISTRIBUTION TRUST, AND (II) DIRECTING TRUSTEE
TO DISMISS ACTION TO RECOVER DISCHARGED CLAIM**

(“OLDCO TRUSTEE INJUNCTION MOTION”)

PLEASE TAKE NOTICE that on August 31, 2011, DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (the “Reorganized Debtors”) filed a Motion for Order (i) Enforcing Modification Procedures Order, Modified Plan and Plan Modification Order Injunctions Against Trustee for the Oldco M Distribution Trust, and (ii) Directing Trustee to Dismiss Action to Recover Discharged Claim (the “Motion”).

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Motion will be held on September 22, 2011 at 10:00 a.m. (prevailing Eastern time) (the “Hearing”) before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, Courtroom 118, White Plains, New York 10601-4140.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, the Supplemental Order Under 11 U.S.C. §§102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883) (“Supplemental Case Management Order”), and the Nineteenth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered May 25, 2010 (Docket No. 20189) (together with the Supplemental Case Management Order, the “Case Management Orders”), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court’s case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) DPH Holdings Corp., 5725 Delphi Drive, Troy, Michigan 48098 (Attn: President), (ii) counsel to the Reorganized Debtors, Butzel Long, Stoneridge West, 41000 Woodward Avenue, Bloomfield Hills, Michigan 48304 (Attn: Thomas B. Radom and Cynthia J. Haffey), (iii) the Office of the United States Trustee for the Southern District of New

York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Attn: Brian S. Masumoto), and (iv) counsel for the agent under the Debtors' former postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Attn: Donald S. Bernstein and Brian M. Resnick) in each case so as to be **received** no later than **4:00 p.m. (prevailing Eastern time) on September 15, 2011.**

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Case Management Orders will be considered by the Bankruptcy Court at the Hearing. If no objections to the Motion are timely filed and served in accordance with the procedures set forth herein and in the Case Management Orders, the Bankruptcy Court may enter an order granting the Motion without further notice.

Dated: Bloomfield Hills, MI
August 31, 2011

BUTZEL LONG, a professional corporation

By: /s/ Thomas B. Radom
Cynthia J. Haffey
Sheldon H. Klein
Thomas B. Radom
Thomas D. Noonan
Stoneridge West
41000 Woodward Avenue
Bloomfield Hills, MI 48304
(248) 258-1616

Attorneys for Reorganized Debtors

EXHIBIT D

BUTZEL LONG, a professional corporation
Stoneridge West
41000 Woodward Avenue
Bloomfield Hills, MI 48304
(248) 258-1616
Cynthia J. Haffey
Sheldon H. Klein
Thomas B. Radom
Thomas D. Noonan
Attorneys for Reorganized Debtors

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

| | | |
|-------------------------------------|---|-------------------------|
| In re |) | |
| |) | Chapter 11 |
| DPH HOLDINGS CORP., <i>et al.</i> , |) | |
| |) | Case No. 05-44481 (RDD) |
| |) | Jointly Administered |
| |) | |
| Reorganized Debtors. |) | |

**ORDER (I) ENFORCING MODIFICATION PROCEDURES ORDER, MODIFIED
PLAN AND PLAN MODIFICATION ORDER INJUNCTIONS AGAINST TRUSTEE
FOR THE OLDSCO M DISTRIBUTION TRUST, AND (II) DIRECTING TRUSTEE
TO DISMISS ACTION TO RECOVER DISCHARGED CLAIM**

(“OLDSCO TRUSTEE INJUNCTION ORDER”)

Upon the Reorganized Debtors’ Motion for Order (I) Enforcing Modification Procedures Order, Modified Plan and Plan Modification Order Injunctions Against Trustee for the Oldco M Distribution Trust, and (II) Directing Trustee to Dismiss Action to Recover Discharged Claim¹; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and for the reasons stated on the record at the hearing on the Motion on September 22, 2011; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

¹ Capitalized terms not otherwise defined in this Order shall have the meanings ascribed to them in the Motion.

ORDERED, ADJUDGED, AND DECREED THAT:

1. This Court has core jurisdiction over these chapter 11 cases and the parties and property affected hereby pursuant to 28 U.S.C. §§ 157(b) and 1334. Venue of this proceeding and this Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
2. The Motion is granted as provided herein.
3. The Oldco Trustee is permanently enjoined from pursuing claims against Debtors or Reorganized Debtors relating to the Preference Action that have been barred and discharged.
4. The Oldco Trustee is ordered to take such action as is necessary to immediately dismiss the Preference Action against Delphi Automotive Systems LLC with prejudice and any further action by the Oldco Trustee with respect to its claims in the Preference Action shall constitute contempt of this Court.
5. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of this order.

Dated: White Plains, New York
September ___, 2011

UNITED STATES BANKRUPTCY JUDGE